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CRYOS INTERNATIONAL - USA, LLC

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DEC 04 2014

S. YOUNG

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CRYOS INTERNATIONAL - USA, LLC.**

Pursuant to the provisions of Section 605.0202, Florida Statutes, this Limited Liability Company adopts the following Amended and Restated Articles of Organization, as of and effective November 11, 2014. The undersigned being the sole managing member, natural persons competent to contract, hereby subscribes to and adopts these *Amended and Restated Articles of Organization* for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605.

These Amended and Restated Articles of Organization of CRYOS INTERNATIONAL - USA, LLC, a limited liability company duly registered in the State of Florida, originally on the 4th day of February, 2014, subsequently amended on the 14th day of August 2014 and hereby amended on the 24th day of November 2014, were approved unanimously by the Company's members.

ARTICLE I

Name and Duration

The name of this Limited Liability Company is **CRYOS INTERNATIONAL - USA, LLC.** (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of the initial Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 2000 N. Alafaya Trail, Suite 400, Orlando, Florida 32826, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 201 E. Pine Street, Suite 445, Orlando, Florida 32801. The name of the registered agent at such address is CPLS, P.A.

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ARTICLE IV

Purpose; Character of the Business

The purpose and business of the Company is to engage in any other lawful business.

ARTICLE V

Membership Units and Initial Member

The Company is authorized to issue up to 1,000,000 membership units.

The names and addresses of the Initial Member of the Company is:

CRYOS NY HOLDING ApS.
A Denmark Company
Vesterbro Torv 1 - 3, 5th Floor
8000 Aarhus C
Denmark

ARTICLE VI

Management By Members

The management of the Company shall be reserved to the Managing Members unless otherwise provided in an Operating Agreement or other governing instrument. The Members may elect, by a majority in interest of the Members, additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Operating Agreement.

ARTICLE VII

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

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ARTICLE VIII

Operating Agreement

The power to adopt, alter, amend or repeal the Operating Agreement or other governing instrument of the Company is vested in the Members as provided in the Operating Agreement or other governing instrument of the Company.

ARTICLE IX

Continuation of Business

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

DATED as of the 24th day of November, 2014.

CRYOS NY HOLDING ApS.

By: _____

Ole Schou
President
Duly Authorized Agent

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 605.0113, the below named limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is CRYOS INTERNATIONAL - USA, LLC.
2. The name and address of the registered agent and office is: CPLS, P.A., 201 E. Pine Street, Suite 445, Orlando, Florida 32801.

DATED as of the 24th day of November, 2014.

CRYOS NY HOLDING Ap S.

By: 

Ole Schou
President
Duly Authorized Agent

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: November 24th, 2014.

CPLS, P.A.
Registered Agent

By: 

Tee Persad, Esq., President

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